

Genpact LTD
Form 3
August 01, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â OHCP GenPar (Bermuda), L.P. | | | (Month/Day/Year) | Genpact LTD [G] | |
| (Last) | (First) | (Middle) | 08/01/2007 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 201 MAIN STREET, SUITE 2415,Â | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| FORT WORTH,Â TXÂ 76102 | | | | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| | | | | See Footnote (1) | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares | 13,550,939 | I | By Oak Hill Capital Partners (Bermuda), L.P. <u>(1)</u> <u>(2)</u> |
| Common Shares | 347,490 | I | By Oak Hill Capital Management Partners (Bermuda), L.P. <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| OHCP GenPar (Bermuda), L.P. 201 MAIN STREET, SUITE 2415 FORT WORTH, TX 76102 | ^ | ^ | ^ | See Footnote (1) |
| OHCP MGP (BERMUDA), LTD. 65 EAST 55TH STREET 36TH FLOOR NEW YORK, NY 10022 | ^ | ^ | ^ | See Footnote (1) |
| OHCP MGP PARTNERS (BERMUDA), L.P. 201 MAIN STREET SUITE 2415 FORT WORTH, TX 76102 | ^ | ^ | ^ | See Footnote (1) |
| OHCP SLP (BERMUDA), LTD. 201 MAIN STREET SUITE 2415 FORT WORTH, TX 76102 | ^ | ^ | ^ | See Footnote (1) |

Signatures

| | |
|---|------------|
| /s/ John R. Monsky, Authorized Signatory (3) | 08/01/2007 |
| **Signature of Reporting Person | Date |
| /s/ John R. Monsky, Authorized Signatory (3) | 08/01/2007 |
| **Signature of Reporting Person | Date |
| /s/ John R. Monsky, Authorized Signatory (3) | 08/01/2007 |
| **Signature of Reporting Person | Date |
| /s/ John R. Monsky, Authorized Signatory (4) | 08/01/2007 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) OHCP GenPar (Bermuda), L.P. ("GenPar") is the general partner of Oak Hill Capital Partners (Bermuda), L.P. ("OHCP") and Oak Hill Capital Management Partners (Bermuda), L.P. ("OHCMP"). OHCP MGP Partners (Bermuda), L.P. ("MGP Partners") is the general partner of GenPar. OHCP MGP (Bermuda), Ltd. ("OHCP MGP") is the general partner of MGP Partners. OHCP SLP (Bermuda), Ltd. ("SLP") exercises voting and dispositive control over the shares held by OHCP and OHCMP.

(2) Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), GenPar, MGP Partners, OHCP MGP and SLP are deemed to be beneficial owners of the securities owned by OHCP and OHCMP only to the extent of the greater of its respective direct or indirect interest in the profits or capital account of OHCP and OHCMP. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that GenPar, MGP Partners, OHCP MGP or SLP is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any securities owned by OHCP or OHCMP in excess of such amount.

^

Remarks:

(3) ^ ^ By ^ OHCP ^ MGP, ^ on ^ its ^ behalf ^ and ^ separately ^ as ^ general ^ partner ^ of ^ MGP ^ Partners ^ and ^ on ^ ^ partner ^ of ^ GenPar.

(4) ^ ^ By ^ SLP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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